

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

RECEIVED

2003 NOV -7 AM 9:26

NOVEMBER 6, 2003

T.R.A. DOCKET ROOM

IN RE: Implementation of the Federal) Docket No. 03-00491
Communications Commission's Triennial)
Review Order-9 Month Proceeding-Switching)
)

**OBJECTIONS OF TALK AMERICA INC. TO
BELLSOUTH'S FIRST SET OF INTERROGATORIES**

Talk America Inc. ("Talk") hereby submits its preliminary objections to BellSouth Telecommunications, Inc.'s ("BellSouth's") First Set of Interrogatories to Talk.

Talk files these objections to comply with the procedural orders established by the Tennessee Regulatory Authority (the "Authority") in these proceedings. These objections are preliminary in nature. Should additional grounds for objection be discovered as Talk prepares its responses to any discovery, Talk reserves the right to supplement these objections.

Further, at the time of the filing of these objections, the issues to be addressed in this proceeding have not yet been identified. Should additional grounds for objections develop as the Authority identifies the issues to be addressed in this proceeding, Talk reserves the right to supplement these objections.

GENERAL OBJECTIONS

Talk makes the following general objections to the First Set of Interrogatories:

1. Talk objects to the "Definitions," the "General Instructions," and the individual items of BellSouth's First Set of Interrogatories to Talk to the extent that they are overly broad, unduly burdensome, and/or oppressive. Talk will attempt to identify specific requests to which this objection applies within the specific objections that follow.

2. Talk objects to the “Definitions,” the “General Instructions,” and the individual interrogatories to the extent they seek information that is irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. By way of illustration and not limitation, Talk objects to interrogatories that seek information that is unrelated to or inconsistent with the methodology and parameters of the analysis of impairment prescribed by the FCC in its Triennial Review Order. Talk will attempt to identify individual items to which this general objection is applicable within the specific objections that follow.

3. Talk objects to the “Definitions,” the “General Instructions,” and the individual interrogatories to the extent they are vague, ambiguous, imprecise, or utilize terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these Requests.

4. Talk objects to the “General Instructions” and the items of BellSouth’s First Set of Interrogatories to Talk to the extent that they purport to impose discovery obligations on Talk that exceed the scope of discovery allowed by the applicable Tennessee Rules of Civil Procedure.

5. Talk objects to BellSouth’s First Set of Interrogatories to Talk to the extent that the interrogatories seek discovery of materials and/or information protected by the attorney/client privilege, the work product doctrine, the accountant/client privilege, or any other applicable privilege.

6. Talk objects to BellSouth’s First Set of Interrogatories to the extent that the interrogatories would require disclosure of information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality

agreement and the Authority's rules and procedures relating to confidential and proprietary information.

7. Talk objects to BellSouth's First Set of Interrogatories to the extent that the interrogatories would require Talk to provide information which is already in BellSouth's possession, is in the public record before the Authority, or otherwise is publicly available. To duplicate information that BellSouth already has or is readily available to BellSouth would be unduly burdensome and oppressive.

8. Talk objects to BellSouth's First Set of Interrogatories to the extent BellSouth seeks to impose an obligation on Talk to respond on behalf of entities such as affiliates and/or former officers, employees, agents, and directors on the grounds that such interrogatories are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

9. Talk will interpret each interrogatory as relating to intrastate Tennessee operations within BellSouth's service area.

10. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

11. Talk objects to the use of the terms "batch cut process" on grounds that the term is subject to differing interpretations.

SPECIFIC OBJECTIONS TO INDIVIDUAL INTERROGATORIES

Talk hereby incorporates by reference the above general objections. In addition, Talk enters the following specific objections:

INTERROGATORY 5: Identify by name, address, and CLLI code each ILEC wire center area, i.e., the territory served by the wire center, in which you provide qualifying service to any end user customers in Tennessee utilizing any of the switches identified in response to Interrogatory No. 3. If you assert that you cannot identify or do not know how to ascertain the boundaries of a wire center area, provide the requested information for the ILEC exchange in which your end user is located.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 6: For each ILEC wire center area identified in the foregoing Interrogatory (or ILEC exchange if you do not provide the information by wire center area) identify the total number of voice-grade equivalent lines you are providing to end user customers in that wire center area from the switches identified in response to Interrogatory No. 3.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 7: With regard to the voice-grade equivalent lines identified by ILEC wire center area (or ILEC exchange) in response to Interrogatory 6, separate the lines by end user and end user location in the following manner:

- (a) The number of end user customers to whom you provide one (1) voice-grade equivalent line;
- (b) The number of end user customers to whom you provide two (2) voice-grade equivalent lines;
- (c) The number of end user customers to whom you provide three (3) voice-grade equivalent lines;
- (d) The number of end user customers to whom you provide four (4) voice-grade equivalent lines;
- (e) The number of end user customers to whom you provide five (5) voice-grade equivalent lines;
- (f) The number of end user customers to whom you provide six (6) voice-grade equivalent lines;
- (g) The number of end user customers to whom you provide seven (7) voice-grade equivalent lines;
- (h) The number of end user customers to whom you provide eight (8) voice-grade equivalent lines;
- (i) The number of end user customers to whom you provide nine (9) voice-grade equivalent lines;
- (j) The number of end user customers to whom you provide ten (10) voice-grade equivalent lines;

- (k) The number of end user customers to whom you provide eleven (11) voice-grade equivalent lines;
- (l) The number of end user customers to whom you provide twelve (12) voice-grade equivalent lines; and
- (m) The number of end user customers to whom you provide more than twelve (12) voice-grade equivalent lines.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 8: Identify by name, address, and CLLI code each ILEC wire center area, i.e., the territory served by the wire center, in which you provide qualifying service to any end user customers in Tennessee using an ILEC's switch either on an unbundled or resale basis. If you assert that you cannot identify or do not know how to ascertain the boundaries of a wire center area, provide the requested information for the ILEC exchange in which your end user customer is located.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all

or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 9: For each ILEC wire center area identified in the foregoing Interrogatory (or ILEC exchange if you do not provide the information by wire center area) identify the total number of voice-grade equivalent lines you are providing to end user customers in that wire center area using an ILEC's switch either on an unbundled or resale basis.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 10: With regard to the voice-grade equivalent lines identified by ILEC wire center area (or ILEC exchange) in response to Interrogatory 12, separate the lines by end user and end user location in the following manner:

- (a) The number of end user customers to whom you provide one (1) voice-grade equivalent line;
- (b) The number of end user customers to whom you provide two (2) voice-grade equivalent lines;

- (c) The number of end user customers to whom you provide three (3) voice-grade equivalent lines;
- (d) The number of end user customers to whom you provide four (4) voice-grade equivalent lines;
- (e) The number of end user customers to whom you provide five (5) voice-grade equivalent lines;
- (f) The number of end user customers to whom you provide six (6) voice-grade equivalent lines;
- (g) The number of end user customers to whom you provide seven (7) voice-grade equivalent lines;
- (h) The number of end user customers to whom you provide eight (8) voice-grade equivalent lines;
- (i) The number of end user customers to whom you provide nine (9) voice-grade equivalent lines;
- (j) The number of end user customers to whom you provide ten (10) voice-grade equivalent lines;
- (k) The number of end user customers to whom you provide eleven (11) voice-grade equivalent lines;
- (l) The number of end user customers to whom you provide twelve (12) voice-grade equivalent lines; and
- (m) The number of end user customers to whom you provide more than twelve (12) voice-grade equivalent lines;

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 11: Do you offer to provide or do you provide switching capacity to another local exchange carrier for its use in providing qualifying service anywhere in the nine states in the BellSouth region. If the answer to this Interrogatory is in the affirmative, for each switch that you use to offer or provide such switching capacity, please:

- (a) Provide the Common Language Location Identifier ("CLLI") code of the switch;
- (b) Provide the street address, including the city and state in which the switch is located;
- (c) Identify the type of switch by manufacturer and model (e.g., Nortel DMS100);
- (d) State the total capacity of the switch by providing the maximum number of voice-grade equivalent lines the switch is capable of serving, based on the switch's existing configuration and component parts;
- (e) State the number of voice-grade equivalent lines the switch is currently serving based on the switch's existing configuration and component parts; and
- (f) Identify all documents referring or relating to the rates, terms, and conditions of Talk America's provision of switching capability.

Talk objects to this interrogatory as this information already is in BellSouth's possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 12: Identify every business case in your possession, custody or control that evaluates, discusses, analyzes or otherwise refers or relates to the offering of a qualifying service using: (1) the Unbundled Network Element Platform (UNE-P), (2) self-provisioned switching, (3) switching obtained from a third party provider other than an ILEC, or (4) any combination of these items.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the term "business case" on the grounds the term is subject to differing interpretations. Talk also objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 13: With regard to the voice-grade equivalent lines identified by ILEC wire center area (or ILEC exchange) in response to Interrogatory 12, separate the lines by end user and end user location in the following manner:

- (a) The number of end user customers to whom you provide one (1) voice-grade equivalent line;
- (b) The number of end user customers to whom you provide two (2) voice-grade equivalent lines;
- (c) The number of end user customers to whom you provide three (3) voice-grade equivalent lines;
- (d) The number of end user customers to whom you provide four (4) voice-grade equivalent lines;
- (e) The number of end user customers to whom you provide five (5) voice-grade equivalent lines;
- (f) The number of end user customers to whom you provide six (6) voice-grade equivalent lines;
- (g) The number of end user customers to whom you provide seven (7) voice-grade equivalent lines;
- (h) The number of end user customers to whom you provide eight (8) voice-grade equivalent lines;
- (i) The number of end user customers to whom you provide nine (9) voice-grade equivalent lines;
- (j) The number of end user customers to whom you provide ten (10) voice-grade equivalent lines;

- (k) The number of end user customers to whom you provide eleven (11) voice-grade equivalent lines;
- (l) The number of end user customers to whom you provide twelve (12) voice-grade equivalent lines; and
- (m) The number of end user customers to whom you provide more than twelve (12) voice-grade equivalent lines;

Talk incorporates its objections to interrogatory 12 above, which is a predicate to this interrogatory 13.

INTERROGATORY 14: Do you offer to provide or do you provide switching capacity to another local exchange carrier for its use in providing qualifying service anywhere in the nine states in the BellSouth region. If the answer to this Interrogatory is in the affirmative, for each switch that you use to offer or provide such switching capacity, please:

- (a) Provide the Common Language Location Identifier ("CLLI") code of the switch;
- (b) Provide the street address, including the city and state in which the switch is located;
- (c) Identify the type of switch by manufacturer and model (e.g., Nortel DMS100);
- (d) State the total capacity of the switch by providing the maximum number of voice-grade equivalent lines the switch is capable of serving, based on the switch's existing configuration and component parts;

- (e) State the number of voice-grade equivalent lines the switch is currently serving based on the switch's existing configuration and component parts; and
- (f) Identify all documents referring or relating to the rates, terms, and conditions of Talk America's provision of switching capability.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 15: Identify every business case in your possession, custody or control that evaluates, discusses, analyzes or otherwise refers or relates to the offering of a qualifying service using: (1) the Unbundled Network Element Platform (UNE-P), (2) self-provisioned switching, (3) switching obtained from a third party provider other than an ILEC, or (4) any combination of these items.

Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the term "business case" on the grounds the term is subject to differing interpretations. Talk also objects to the use of the terms "qualifying

service” and “nonqualifying service” on the grounds the terms are subject to differing interpretations.

INTERROGATORY 16: Identify any documents that you have provided to any of your employees or agents, or to any financial analyst, bank or other financial institution, shareholder or any other person that describes, presents, evaluates or otherwise discusses in whole or in part, how you intend to offer or provide local exchange service, including but not limited to such things as the markets in which you either do participate or intend to participate, the costs of providing such service, the market share you anticipate obtaining in each market, the time horizon over which you anticipate obtaining such market share, and the average revenues you expect per customer.

Talk assumes the interrogatory is confined to Tennessee intrastate operations, and objects to the application of any broader intent as overbroad, irrelevant, and not reasonably calculated to lead to the discovery of admissible evidence. Talk objects to this interrogatory on the grounds that information relating to or derived from the business model of a particular carrier is irrelevant to the impairment analysis to be conducted by the Authority and the interrogatory is therefore not reasonably calculated to lead to the discovery of admissible evidence. Talk also objects on the grounds the interrogatory is overbroad, oppressive, and unduly burdensome. Talk also objects on the grounds the interrogatory seeks the disclosure of confidential and proprietary business information.

INTERROGATORY 17: If not identified in response to a prior Interrogatory, identify every document in your possession, custody, or control referring or relating to the

financial viability of self-provisioning switching in your providing qualifying services to end user customers.

Talk interprets this interrogatory as relating to intrastate Tennessee operations within BellSouth's territory, and objects to the application of any broader intent. Talk objects to this interrogatory on the grounds that the request to identify "every" document is unduly burdensome and oppressive. Talk also objects on the grounds the interrogatory seeks information that is unrelated to and inconsistent with the impairment analysis to be conducted by the Authority, and is therefore irrelevant and not reasonably calculated to lead to the discovery of admissible evidence. Talk also objects on the grounds the interrogatory seeks the disclosure of confidential and proprietary business information.

INTERROGATORY 18: Do you have switches that are technically capable of providing, but are not presently being used to provide, a qualifying service in Tennessee? If the answer to this Interrogatory is in the affirmative, please:

- (a) provide the Common Language Location Identifier ("CLLI") code of the switch;
- (b) provide the street address, including the city and state in which the switch is located;
- (c) identify the type of switch by manufacturer and model (e.g., Nortel DMS100);
- (d) state the total capacity of the switch by providing the maximum number of voice-grade equivalent lines the switch is capable of serving, based on the switch's existing configuration and component parts;

- (e) state the number of voice-grade equivalent lines the switch is currently serving based on the switch's existing configuration and component parts; and
- (f) identify any documents in your possession, custody or control that discuss, evaluate, analyze or otherwise refer or relate to whether those switches could be used to provide a qualifying service in Tennessee.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 19: Identify each MSA in Tennessee where you are currently offering a qualifying service without regard to whether you are offering the service using your own facilities, UNE-P, resale, or in some other fashion.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 20: If you offer a qualifying service outside of the MSAs identified in response to Interrogatory 19, identify those geographic areas either by describing those areas in words or by providing maps depicting the geographic areas in which you offer such service, without regard to whether you are offering the service using your own facilities, UNE-P, resale, or in some other fashion.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 21: Describe with particularity the qualifying services that you offer in the geographic areas described in response to Interrogatories 19 and 20, including the rates, terms, and conditions under which such services are offered. If the qualifying services you offer in those areas vary by area, provide a separate statement of services offered and the rates, terms, and conditions for such services in each area. If this information is contained on a publicly available web site that clearly identifies the relevant geographic areas and identifies the relevant rates, terms and conditions for such areas, it will be a sufficient answer to identify that web site. It will not be a sufficient response if the web site requires the provision of a telephone

number or series of telephone numbers in order to identify the geographic area in which you provide such service, or the rates, terms and conditions upon which service is provided.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk also objects to this interrogatory to the extent it seeks information that is publicly available. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 22: Identify each MSA in Tennessee where you are currently offering a non-qualifying service without regard to whether you are offering the service using your own facilities, UNE-P, resale, or in some other fashion.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 23: If you offer a non-qualifying service outside of the MSAs identified in response to Interrogatory 22, identify those geographic areas either by describing those areas in words or by providing maps depicting the geographic areas in which you offer such service, without regard to whether you are offering the service using your own facilities, UNE-P, resale, or in some other fashion.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk also objects to this interrogatory to the extent it seeks information that is publicly available. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 24: Describe with particularity the non-qualifying services that you offer in the geographic areas described in response to Interrogatories 22 and 23, including the rates, terms, and conditions under which such services are offered. If the non-qualifying services you offer in those areas vary by area, provide a separate statement of services offered and the rates, terms, and conditions for such services in each area. If this information is contained on a publicly available web site that clearly identifies the relevant geographic areas and identifies the relevant rates, terms and conditions for such areas, it will be a sufficient answer to identify that web site. It will not be a sufficient response if the web site requires the provision of a telephone number or series of telephone numbers in order to identify the geographic area in

which you provide such service, or the rates, terms and conditions upon which service is provided.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk also objects to this interrogatory to the extent it seeks information that is publicly available. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 25: Please state the total number of end users customers in the State of Tennessee to whom you only provide qualifying service.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 26: For those end user customers to whom you only provide qualifying service in the State of Tennessee, please state the average monthly revenues you receive from each such end user customer.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk also objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 27: For those end user customers to whom you only provide qualifying service in the State of Tennessee, please state the average number of lines that you provide each such end user customer.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk also objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 28: Please state the total number of end users customers in the State of Tennessee to whom you only provide non-qualifying service.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable

confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 29: For those end user customers to whom you only provide non-qualifying service in the State of Tennessee, please state the average monthly revenues you receive from each such end user customer.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk also objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 30: Please state the total number of end users customers in the State of Tennessee to whom you provide both qualifying and non-qualifying service.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 31: For those end user customers to whom you provide qualifying and non-qualifying service in the State of Tennessee, please state the average monthly revenues you receive from each such end user customer.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk also objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 32: For those end user customers to whom you provide qualifying and non-qualifying service in the State of Tennessee, please state the average number of lines that you provide each such end user customer.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 33: Please provide a breakdown of the total number of end user customers served by Talk America in Tennessee by class or type of end user customers (e.g., residential customers, small business customers, mass market customers, enterprise customers, or whatever type of classification that you use to classify your customers. For each such classification, and/or if you provide another type of classification, define and describe with specificity the classification so that it can be determined what kinds of customers you have in each classification).

Talk objects to this interrogatory to the extent it seeks information already in BellSouth's possession. Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations.

INTERROGATORY 34: For each class or type of end user customer referenced in Interrogatory No. 33, please state the average acquisition cost for each such end user class or type. Please provide this information for each month from January 2000 to the present.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and

proprietary information. Talk also objects to the use of the term “average acquisition cost” on the grounds the term is subject to differing interpretations.

INTERROGATORY 35: For each class or type of end user customer referenced in Interrogatory No. 33, please state the typical churn rate for each such end user class or type. Please provide this information for each month from January 2000 to the present.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth’s possession. Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority’s rules and procedures relating to confidential and proprietary information. Talk objects to the use of the term “churn rate” on the grounds the term is subject to differing interpretations.

INTERROGATORY 36: For each class or type of end user customer referenced in Interrogatory No. 33, please state the share of the local exchange market you have obtained. Please provide this information for each month from January 2000 to the present.

Talk incorporates its objections to interrogatory 33 above.

INTERROGATORY 37: Identify any documents in your possession, custody or control that evaluate, discuss or otherwise refer or relate to your cumulative market share of the local exchange market in Tennessee.

Talk objects to this interrogatory to the extent it seeks information already in BellSouth’s possession. Talk also objects to this interrogatory because it seeks information that constitutes

trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 38: Identify any documents in your possession, custody or control that evaluate, discuss or otherwise refer or relate to any projections that you have made regarding your cumulative market share growth in the local exchange market in Tennessee.

Talk objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information.

INTERROGATORY 39: Describe how the marketing organization that is responsible for marketing qualifying service in Tennessee is organized, including the organization's structure, size in terms of full time or equivalent employees including contract and temporary employees, and the physical work locations for such employees. In answering this Interrogatory, please state whether you utilize authorized sales representatives in your marketing efforts in Tennessee, and, if so, describe with particularity the nature, extent, and rates, terms, and conditions of such use.

Talk also objects to this interrogatory because it seeks information that constitutes trade secrets and/or confidential, proprietary business information, which either should not be

disclosed at all or should be disclosed only pursuant to the terms of a mutually acceptable confidentiality agreement and the Authority's rules and procedures relating to confidential and proprietary information. Talk also objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 43: What cost of capital do you use in evaluating whether to offer a qualifying service in a particular geographic market and how is that cost of capital determined?

Talk objects on the grounds the interrogatory seeks the disclosure of confidential and proprietary business information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations. Talk objects to the use of the term "cost of capital" on the grounds the term is subject to differing interpretations.

INTERROGATORY 44: With regard to the cost of capital you use in evaluating whether to provide a qualifying service in a particular geographic market, what are the individual components of that cost of capital, such as the debt-equity ratio, the cost of debt and the cost of equity?

Talk objects on the grounds the interrogatory seeks the disclosure of confidential and proprietary business information. Talk objects to the use of the terms "qualifying service" and "nonqualifying service" on the grounds the terms are subject to differing interpretations. Talk objects to the use of the term "cost of capital" on the grounds the term is subject to differing

interpretations. Talk also objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 45: In determining whether to offer a qualifying service in a particular geographic market, what time period do you typically use to evaluate that offer? That is, do you use one year, five years, ten years or some other time horizon over which you evaluate the project?

Talk objects on the grounds the interrogatory seeks the disclosure of confidential and proprietary business information. Talk objects to the use of the terms “qualifying service” and “nonqualifying service” on the grounds the terms are subject to differing interpretations. Talk also objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 46: Provide your definition of sales expense as that term is used in your business.

Talk objects to the use of the term “sales expense” on the grounds the term is subject to differing interpretations. Talk also objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 47: Based on the definition of sales expense in the foregoing Interrogatory, please state how you estimate sales expense when evaluating whether to offer a qualifying service in a particular geographic market?

Talk objects to the use of the term “sales expense” on the grounds the term is subject to differing interpretations. Talk also objects to the use of the terms “qualifying service” and “nonqualifying service” on the grounds the terms are subject to differing interpretations. Talk objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 48: Provide your definition of general and administrative (G&A) costs as you use those terms in your business.

Talk objects to the use of the term “general and administrative (G&A)” on the grounds the term is subject to differing interpretations. Talk also objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 49: Based on the definition of G&A costs in the foregoing Interrogatory, please state how you estimate G&A expenses when evaluating whether to offer a qualifying service in a particular geographic market?

Talk objects to the use of the term “general and administrative (G&A)” on the grounds the term is subject to differing interpretations. Talk objects to the use of the term “sales

expense” on the grounds the term is subject to differing interpretations. Talk also objects to the use of the terms “qualifying service” and “nonqualifying service” on the grounds the terms are subject to differing interpretations. Talk objects to this interrogatory on the grounds it seeks information that is unrelated to the analysis the Authority is to conduct, irrelevant to the issues in the case, and not reasonably calculated to lead to the discovery of admissible evidence.

INTERROGATORY 71: What is the appropriate volume of loops that you contend the Tennessee Regulatory Authority (“TRA”) should use in establishing a batch hot cut process consistent with FCC Rule 51.319(d)(2)(ii)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 72: What is the appropriate process that you contend the TRA should use in establishing a batch hot cut process consistent with FCC Rule 51.319(d)(2)(ii)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 76: How many unbundled loops does TalkAmerica contend BellSouth must provision per state per month to constitute sufficient volume to assess BellSouth’s hot cut process?

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 77: What is the appropriate information that you contend the TRA should consider in evaluating whether the ILEC is capable of migrating multiple lines served using unbundled local circuit switching to switches operated by a carrier other than the ILEC in a timely manner in establishing a batch hot cut process consistent with FCC Rule 51.319(d)(2)(ii)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent that seeks a legal conclusion.

INTERROGATORY 78: What is the average completion interval metric for provision of high volumes of loops that you contend the TRA should require in establishing a batch hot cut process consistent with FCC Rule 51.319(d)(2)(ii)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this request to the extent it seeks a legal conclusion.

INTERROGATORY 79: What are the rates that you contend the TRA should adopt in establishing a batch hot cut process consistent with FCC Rule 51.319(d)(2)(ii)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 80: What are the appropriate product market(s) that you contend the TRA should use in implementing FCC Rule 51.319(d)(2)(i)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 81: What are the appropriate geographic market(s) that you contend the TRA should use in implementing FCC Rule 51.319(d)(2)(i)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this request to the extent it seeks a legal conclusion.

INTERROGATORY 82: Do you contend that there are operational barriers within the meaning of FCC Rule 51.319(d)(2)(iii)(B)(2) that would support a finding that requesting telecommunications carriers are impaired without access to local circuit switching on an unbundled basis in a particular market? If the answer to this Interrogatory is in the affirmative, describe with particularity each such operational barrier, and state all facts and identify all documents supporting your contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 83: Do you contend that there are economic barriers within the meaning of FCC Rule 51.319(d)(2)(iii)(B)(3) that would support a finding that requesting telecommunications carriers are impaired without access to local circuit switching on an unbundled basis in a particular market? If the answer to this Interrogatory is in the affirmative, describe with particularity each such economic barrier, and state all facts and identify all documents supporting your contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

INTERROGATORY 84: What is the maximum number of DS0 loops for each geographic market that you contend requesting telecommunications carriers can serve through unbundled switching when serving multiline end users at a single location that the TRA should consider in establishing a "cutoff" consistent with FCC Rule 51.319(d)(2)(iii)(B)(4)? In answering this Interrogatory, please state all facts and identify all documents supporting this contention.

Talk objects to this interrogatory to the extent it seeks a legal conclusion.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: 

Henry Walker
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219
(615) 252-2363

CERTIFICATE OF SERVICE

I hereby certify that on November 6, 2003, a copy of the foregoing document was serviced on the parties of record, via US mail:

Guy Hicks, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201

Charles B. Welch, Esq.
Farris, Mathews, et. al.
618 Church St., #300
Nashville, TN 37219

Timothy Phillips, Esq.
Office of Tennessee Attorney General
P. O. Box 20207
Nashville, TN 37202

H. LaDon Baltimore, Esq.
Farrar & Bates
211 Seventh Ave., N. #320
Nashville, TN 37219-1823

James Wright, Esq.
United Telephone – Southeast
14111 Capital Blvd.
Wake Forest, NC 27587

Martha M. Ross-Bain, Esq.
AT&T Communications of the South Central
States, LLC
1200 Peachtree Street, Suite 8062
Atlanta, GA 30309

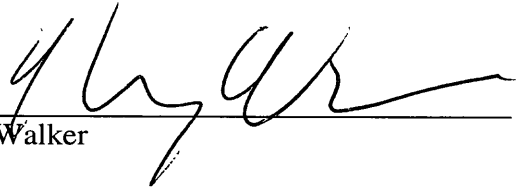
Ms. Carol Kuhnnow
Qwest Communications, Inc.
4250 N. Fairfax Dr.
Arlington, VA 33303

Jon E. Hastings
Boult Cummings Conners Berry, PLC
P. O. Box 198062
Nashville, TN 37219-8062

Dale Grimes
Bass, Berry & Sims
315 Deaderick St., #2700
Nashville, TN 37238-3001

Mark W. Smith, Esq.
Strang, Fletcher, et. al.
One Union Square, #400
Chattanooga, TN 37402

Nanette S. Edwards, Esq.
ITC^DeltaCom
4092 South Memorial Parkway
Huntsville, AL 35802


Henry Walker